

Before the  
**FEDERAL COMMUNICATIONS COMMISSION**  
Washington, DC 20554

Domestic Section 214 Application  
Filed for the Transfer of Control of  
CloseCall America, Inc., From MobilePro  
07-241  
Corp. To United Systems Access, Inc.

WC Docket No.

**COMMENTS**

SkyRocket Communications Services Inc. (“SkyRocket CSI”), a Delaware Corporation, requests the Commission remove this Application from streamlined processing and conduct a further investigation as to whether this proposed transfer is in the public interest. Based on facts, attained from public records, SkyRocket CSI is concerned that without further investigation the underlying transaction may result in an unlawful transfer of a number of customers, service operations and/or other assets from MobilePro Corp. to United Systems Access, Inc.

This Application involves Mobilepro Corp. (“Mobilepro”) and United Systems Access, Inc. (“USAI”) and the transfer of control of CloseCall America (“CloseCall”) to USAI. Within the Application, the section titled **“Description of the Applicants”**, page 3, Affinity Telecom, Inc. (“Affinity”) is mentioned as a Mobilepro entity/organization providing interexchange telecommunications services in Michigan and Ohio. SkyRocket CSI’s public review of the history of Mobilepro’s acquisition of Affinity reveals that Mobilepro closed this transaction in August 2004. However, SkyRocket CSI could find no public record for either the filing of and/or the Commission’s approval for the transfer of control of Affinity to Mobilepro. This calls into question the legal ownership of the customers, service operations and/or other assets of Affinity and requires further investigation since, and as discussed below, Mobilepro had previously reported that Affinity has since been integrated into the operations of CloseCall.

SkyRocket CSI, using public records, has verified that Mobilepro filed with the SEC and for the public to review on June 29, 2007 its "Form 10-K Annual Report" under section 13or 15 9(d) of the Securities Exchange Act of 1934 (Commission File Number 000-51010). In this Report, Mobilepro discloses publicly that the operations of Affinity have been integrated into the operations of CloseCall. Specifically, Mobilepro states on page 8 under the heading "**Overview**", "our entrance into this business began with two acquisitions consummated in the summer of 2004. In June 2004, we acquired US1 Telecommunications, Inc. ("US1"), a long distance provider located in Kansas. In July 2004, we completed our acquisition of Affinity, a Michigan-based CLEC, and long distance carrier. The operations of US1 and Affinity have been integrated into the operations of AFN and CloseCall, respectively". This statement proves troublesome since, if in fact, the Commission never approved the transfer of Affinity to Mobilepro and Affinity has subsequently been integrated into CloseCall, then CloseCall would contain customers, service operations and/or other assets that could be were illegally acquired.

Even more compelling is that in the Application, Mobilepro displays only the Mobilepro "Pre-Merger" organization structure showing, contrary to its "Form 10-K Annual Report" as noted above, Affinity as a separate entity/organization from CloseCall, although Applicants do show both "Pre-Merger" and "Post-Merger" organization structures for USAI. This presents a serious question and leaves the Commission to assume that Affinity has not been integrated into CloseCall and is thus not part of the transfer to USAI, and instead Affinity remains with Mobilepro in its "Post-Merger" organization. However, Mobilepro does not disclose its "Post-Merger" organization and, as noted above, Mobilepro has already publicly announced and disclosed to the SEC that the operations of Affinity had been integrated into CloseCall. The dilemma here is that had the Application disclosed to the Commission the fact that Affinity had already been integrated into CloseCall and part of the transfer to USAI, it could have created a red flag to the Commission in connection with the Commission's initial review of the Application being accepted for streamlined processing in the first place. This could have placed the Application at risk of being considered for streamlined processing, upon the Commission's initial review of the customers, services operations, and/or other assets of Affinity, since Mobilepro would have had to account for Affinity in the "Post-Merger" organization. It appears that the only other explanation is that somehow the customers, service operations

and/or other assets of Affinity would be untangled from CloseCall in some way or fashion, and therefore not a part of the transfer to USAI. Notwithstanding all the other issues with the Application, this argument alone would require further investigation by the Commission and eliminate the Application from streamlined processing.

A cursory review, from the available public information, by SkyRocket CSI of some (but not all) of Mobilepro's many mergers and acquisitions reveals potential major issues with Mobilepro apparently moving forward and closing transactions prior to the filing of and/or the approval for the legal transfer and control from the Commission. Examples include the closing on June 30, 2004 of US1 a Kansas City, Missouri-based provider of long distance telephone service with customers in 40 states. SkyRocket CSI could find no public record for the transfer of control approval(s) prior to Mobilepro moving forward and closing the transaction. A press release from Mobilepro on September 27, 2005 announcing that their subsidiary AFN ("American Fiber Network"), "acquired substantially all of the assets of AllCom USA, a subsidiary of UC Hub Group Inc. and took over AllCom USA's phone service and customer support". SkyRocket CSI, once again, could find no public record for the transfer of control approval(s) prior to AFN moving forward and closing the transaction. A SEC filing on January 8, 2007 where Mobilepro announced that its wholly-owned subsidiary ("CloseCall"), "entered into an Asset Purchase Agreement with TeleCommunication Systems, Inc. ("TCS") which was effective on January 1, 2007, pursuant to which CloseCall acquired all of the customer and vendor contracts associated with TCS's wireless phone and data service business operating under TCS's "mobeo" brand. CloseCall also acquired certain accounts receivable and inventory and assumed certain accounts payable". SkyRocket CSI, once again, could find no public record for the transfer of control approval(s) prior to CloseCall moving forward and closing the transaction. A June 30, 2005 press release from Mobilepro announcing the closing of their AFN transaction which date was prior to any filing date SkyRocket CSI could locate with the Commission for the transfer of control of AFN to Mobilepro.

SkyRocket CSI believes, based on these facts, that it would be in the public interest for the Commission to allow for a more thorough and detailed investigation of each of Mobilepro's mergers and acquisitions prior to the Commission moving forward with this Application. To the extent the Commission finds that unlawful acquisitions have taken place, to ensure competitive parity and public benefit, the Commission should also require an accounting audit of each such acquisition to ensure that all taxes, regulatory fees, universal service obligations and proper licensing were/are up to date and in place prior to and post closing.

Under the Commission's rules, the Commission can remove an application from streamlined processing in appropriate circumstances, such as where the commenter's "raise public interest concerns that require further Commission review" 47 C.F.R. § 63.03(c) (iv) and where the Commission "determines that the application requires further analysis to determine whether a proposed transfer of control would serve the public interest." 47 C.F.R. § 63.03 (c)(v). The Commission should take the needed time to investigate whether it is in the public interest to permit Mobilepro to transfer CloseCall's customers, service operations, and/or other assets to USAI.

## CONCLUSION

For these reasons, SkyRocket CSI requests that the Commission remove this application from streamlined processing and conduct further investigation as to whether this transaction is in the public interest.

Respectfully submitted,

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